# IN THE UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF TEXAS HOUSTON DIVISION

In re:	)	Chapter 11
ENVISION HEALTHCARE CORPORATION, et al., $^{\rm 1}$	) )	Case No. 23-90342 (CML)
Debtors.	) )	(Joint Administration Requested)

# VERIFIED STATEMENT OF THE ENVISION AD HOC GROUP PURSUANT TO BANKRUPTCY RULE 2019

Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), certain beneficial holders or the investment advisors or managers for certain beneficial holders as identified on **Exhibit A** hereto (collectively, the "Envision Ad Hoc Group") hereby submit this verified statement (this "Verified Statement"), and in support hereof state as follows:

- 1. In or around March 2022, the Envision Ad Hoc Group (as comprised from time to time) was formed and retained attorneys currently affiliated with Gibson, Dunn & Crutcher LLP ("Gibson Dunn") to represent it as counsel in connection with a potential restructuring of the outstanding debt obligations of the above-captioned debtors (collectively, the "Debtors") and certain of their subsidiaries and affiliates. Subsequently, in May 2023, Gibson Dunn contacted Munsch Hardt Kopf & Harr, P.C. ("Munsch") to serve as Texas co-counsel to the Envision Ad Hoc Group.
- 2. As of the date of this Verified Statement, Gibson Dunn and Munsch represent (as that term is defined in Bankruptcy Rule 2019(a)(2)) the Envision Ad Hoc Group, comprised of the

<sup>&</sup>lt;sup>1</sup> A complete list of each of the Debtors in these chapter 11 cases and the last four digits of their federal tax identification numbers may be obtained on the website of the Debtors' proposed claims and noticing agent at <a href="https://restructuring.ra.kroll.com/Envision">https://restructuring.ra.kroll.com/Envision</a>. The Debtors' service address is 1A Burton Hills Boulevard, Nashville, Tennessee 37215.

beneficial holders or the investment advisors or managers for certain beneficial holders that are identified on <a href="Exhibit A">Exhibit A</a> hereto in their capacities as lenders under that certain Credit Agreement, dated as of October 11, 2018 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, including, without limitation, by that certain Amendment Agreement, dated as of July 22, 2022, the "Credit Agreement"; the First Out Term Loans held thereunder (the "First Out Term Loans"), the Second Out Term Loans held thereunder (the "Second Out Term Loans"), the Third Out Term Loans held thereunder (the "Third Out Term Loans")), by and among Enterprise Immediate Holdings, Inc., Envision Healthcare Corporation, the guarantors and lenders from time to time party thereto, and Credit Suisse AG, Cayman Islands Branch, as administrative agent and collateral agent.

- 3. Gibson Dunn and Munsch do not represent or purport to represent any other entities in connection with the Debtors' chapter 11 cases. Gibson Dunn and Munsch do not represent the Envision Ad Hoc Group as a "committee" (as such term is used in the Bankruptcy Code and Bankruptcy Rules) and do not undertake to represent the interests of, and are not a fiduciary for, any creditor, party in interest, or other entity that has not signed a retention agreement with Gibson Dunn. In addition, the Envision Ad Hoc Group does not represent or purport to represent any other entities in connection with the Debtors' chapter 11 cases. Each member of the Envision Ad Hoc Group does not represent the interests of, nor act as a fiduciary for, any person or entity other than itself in connection with the Debtors' chapter 11 cases.
- 4. Upon information and belief formed after due inquiry, Gibson Dunn and Munsch do not hold any disclosable economic interests (as that term is defined in Bankruptcy Rule 2019(a)(1)) in relation to the Debtors.

- 5. The names and addresses of each of the members of the Envision Ad Hoc Group, together with the nature and amount of the disclosable economic interests held by each of them in relation to the Debtors, are set forth in **Exhibit A** attached hereto. The information set forth in **Exhibit A** is based on information provided to Gibson Dunn and Munsch by the members of the Envision Ad Hoc Group and is intended only to comply with Bankruptcy Rule 2019 and not for any other purpose.
- 6. The undersigned verifies that the foregoing is true and correct to the best of its knowledge.
- 7. Nothing contained in this Verified Statement is intended or shall be construed to constitute: (i) a waiver or release of the rights of any of the members of the Envision Ad Hoc Group to have any final order entered by, or other exercise of the judicial power of the United States performed by an Article III court; (ii) a waiver or release of the rights of any of the members of the Envision Ad Hoc Group to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Judge; (iii) consent to the jurisdiction of the Court over any matter; (iv) an election of remedy; (v) a waiver or release of any rights of any of the members of the Envision Ad Hoc Group may have to a jury trial; (vi) a waiver or release of the right to move to withdraw the reference with respect to any matter or proceeding that may be commenced in these chapter 11 cases against or otherwise involving any of the members of the Envision Ad Hoc Group; or (vii) a waiver or release of any other rights, claims, actions, defenses, setoffs or recoupments to which any of the members of the Envision Ad Hoc Group are or may be entitled under the Credit Agreement, in law or in equity, applicable law or under any agreement or otherwise, with all such rights, claims, actions, defenses, setoffs or recoupments being expressly reserved in all respects.

8. The Envision Ad Hoc Group, through its undersigned counsel, reserves the right to amend or supplement this Verified Statement in accordance with the requirements of Bankruptcy Rule 2019 at any time in the future.

Dated: May 15, 2023 Houston, Texas Respectfully submitted,

/s/ John D. Cornwell

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Attorneys for the Envision Ad Hoc Group

## Exhibit A

#### MEMBERS OF THE ENVISION AD HOC GROUP<sup>1</sup>

Name and Address	First Out Term Loan	Second Out Term Loan	Third Out Term Loan	Fourth Out Term Loan	Other Disclosable Economic Interests
Barings LLC, on behalf of certain of its managed funds and advisory accounts  300 South Tryon Street, Suite 2500 Charlotte, NC 28202	\$13,360,373.18	\$50,564,014.36	\$36,214,676.38		AmSurg 1L Term Loans: \$915,341.00
Black Diamond Capital Management, LLC 2187 Atlantic St., 9th Floor Stamford, CT 06902	\$9,440,629.44	\$55,606,780.93	\$26,103,599.27		
Certain funds and/or accounts, or subsidiaries of such funds and/or accounts, managed, advised or controlled by BlackRock Financial Management, Inc., or an affiliate thereof <sup>2</sup> 50 Hudson Yards New York, NY 10001	\$10,208,017.16	\$40,755,178.40			

Amounts listed on this **Exhibit A** represent aggregate interests held by, or held by funds or accounts managed or advised by, the listed entities or their respective affiliates, as applicable. Amounts listed on this **Exhibit A** do not include any claims for, without limitation, fees, expenses, accrued and unpaid interest, premiums, make-wholes or indemnification that may be owing under any credit agreement, indenture or other instrument, agreement or document. To the best of Gibson Dunn's knowledge, the information included herein is accurate as of close of business May 12, 2023. Certain amounts listed on this **Exhibit A** include unsettled trades.

<sup>&</sup>lt;sup>2</sup> Certain other funds and accounts managed or advised by affiliates of BlackRock Financial Management, Inc. may hold equity or debt in the Debtors. Gibson Dunn and Munsch do not represent these funds with respect to such holdings.

Name and Address	First Out Term Loan	Second Out Term Loan	Third Out Term Loan	Fourth Out Term Loan	Other Disclosable Economic Interests
Blackstone Alternative Credit Advisors LP (solely on behalf of certain of its funds, accounts and clients managed, advised or sub-advised by it and its affiliates) <sup>3</sup>	\$26,999,604.29	\$124,964,449.20			
345 Park Avenue, 31st Floor					
New York, NY 10154  Bank of America, N.A., solely in respect of its U.S. Distressed & Special Situations Group  900 West Trade St. Charlotte, NC 28202	\$20,169,177.81	\$17,191,341.98	\$3,267,790.02	\$23,050.95	AmSurg RCF: \$14,164,500.00 AmSurg 1L Term Loans: \$6,374,525.76
BofA Securities, Inc., solely in respect of its U.S. Distressed & Special Situations Group  1100 Avenue of the Americas, 5th Floor New York, NY 10036					Unsecured Notes: \$7,775,000.00
Brigade Capital Management LP  399 Park Avenue, 16th Floor New York, NY 10022	\$18,336,013.76	\$159,598,886.73			Unsecured Notes: \$52,620,000.00
Carlyle CLO Management LLC  1 Vanderbilt Avenue New York, NY 10017	\$5,218,540.85	\$30,738,020.17	\$14,428,879.82		

<sup>&</sup>lt;sup>3</sup> Certain other funds and accounts managed or advised by affiliates of Blackstone Alternative Credit Advisors LP may hold debt in the Debtors. Gibson Dunn and Munsch do not represent these funds with respect to such holdings.

Name and Address	First Out Term Loan	Second Out Term Loan	Third Out Term Loan	Fourth Out Term Loan	Other Disclosable Economic Interests
CastleKnight Management LP, on behalf of the funds and accounts managed or sub-managed by it, as lender	\$6,982,412.00	\$71,724,047.00	\$8,904,078.00		Unsecured Notes: \$11,995,000.00
810 7 <sup>th</sup> Avenue, Suite 803 New York, NY 10019					<b>\$11,</b> 223,000.00
CIFC Asset Management LLC, as investment advisor for certain discretionary funds and					
accounts		\$46,771,971.42			
875 Third Avenue, 24 <sup>th</sup> Floor New York, NY 10022					
Corre Partners Management on behalf of its managed investment funds and accounts	\$17,202,257.50	\$86,814,468.20	\$39,748,364.20	\$22,184,305.60	Unsecured Notes:
12 East 49th Street, Suite 4003 New York, NY 10017					\$14,935,000.00
Eaton Vance Management	\$20.026.154.46	Ф127 047 025 26			
2 International Place, 9th Floor Boston, MA 02110	\$20,926,154.46	\$137,847,035.26			
Funds and/or accounts, or subsidiaries of such funds and/or accounts, managed, advised or controlled by King Street Capital Management, L.P., or a subsidiary thereof	\$41,112,347.53	\$189,747,881.94	\$1,581,866.36	\$2,074,253.00	Unsecured Notes: \$21,067,000.00 AmSurg 1L Term Loans: \$194,909,019.98
299 Park Ave, 40th Floor New York, NY 10171					AmSurg 2L Term Loans: \$68,617,100.36
MJX Asset Management LLC					
12 E 49th Street, 38th Floor New York, NY 10017	\$289,035.80	\$14,213,013.02	\$6,671,797.97		

Name and Address	First Out Term Loan	Second Out Term Loan	Third Out Term Loan	Fourth Out Term Loan	Other Disclosable Economic Interests
Neuberger Berman Investment Advisers LLC as ad hoc group member representing itself and certain advisory affiliates on behalf of their respective advisory clients		\$51,256,713.80	\$21,242,041.64		Unsecured Notes: \$16,210,000.00
190 S LaSalle Street, 24th Floor Chicago, IL 60603					
Polen Capital Credit, LLC, on behalf of funds and accounts it manages/advises  1075 Main Street Suite 320		\$4,295,249.84	\$16,846,538.81		
Waltham, MA 02451					
Redding Ridge Asset Management LLC  126 E. 56th St., 22nd Fl.  New York, NY 10022		\$47,275,668.99	\$22,191,896.35		
Sculptor Capital LP  9 West 57th St., 39th Floor New York, NY 10019	\$36,024,829.00	\$21,523,471.00	\$10,121,807.00		AmSurg 1L Term Loans: \$52,615,385.00 AmSurg 2L Term Loans: \$26,450,423.00
Sound Point Capital Management, LP  375 Park Avenue New York, NY 10152	\$15,807,814.67	\$60,897,406.60			
Strategic Value Partners, LLC on behalf of its and its affiliates managed investment funds and accounts  100 West Putnam Ave. Greenwich, CT 08630	\$10,845,975.55	\$255,931,591.29			Unsecured Notes: \$47,133,000.00

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Name and Address	First Out Term Loan	Second Out Term Loan	Third Out Term Loan	Fourth Out Term Loan	Other Disclosable Economic Interests
Voya Alternative Asset Management LLC and Voya Investment Management Co. LLC					
7337 East Doubletree Ranch Road Suite 100 Scottsdale, AZ 85258	\$6,396,319.00	\$44,939,903.00			

#### **CERTIFICATE OF SERVICE**

I certify that on May 15, 2023, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/John D. Cornwell

John D. Cornwell Texas Bar No. 24050450